



Date: October 01, 2024

To,
General Manager
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

Ref: BSE Scrip Code No.530289

Subject: Scrutinizer's Report and Voting Results of the 41st (Forty First) Annual General Meeting (AGM) held on September 30, 2024

Dear Sir(s),

Further to our letter dated September 30, 2024, in respect of the proceedings of the 41st (Forty First) Annual General Meeting ("AGM") of S.P. Capital Financing Limited ("the Company") held on Monday, September 30, 2024 at 3:00 p.m. (IST) through Video Conferencing, please find enclosed herewith the following:

- (a) Details of the Voting Results in compliance of Regulation 44 of SEBI (LODR Regulations) of the items conducted at the 41st Annual General Meeting of the Company. (Annexure 'A')
- (b) Report of Scrutinizer dated October 01, 2024 pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014; and
- (c) Results of Voting pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It may also please be noted that as per the Report of the Scrutinizer dated October 01, 2024 issued by Mr. Martinho P. Ferrao, Practicing Company Secretary, all the 3 (three) Resolutions as per Notice of AGM dated August 13, 2024 stand passed with requisite majority.

We request you to take the above on your records.

Thanking you,
Yours sincerely,
For **S.P. Capital Financing Limited**,

Sonali Sudhir Bapardekar
Company Secretary & Compliance Officer
M.No.: A66065

Encl: as above



S P CAPITAL

FINANCING LTD.

ANNEXURE A

| Voting results | |
|-------------------------------------------------------------------------------------|---------------------------|
| Record date | 24-09-2024 |
| Total number of shareholders on record date | 2916 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 18 |
| b) Public | 3 |
| No. of resolution passed in the meeting | 3 |
| Disclosure of notes on voting results | Add Notes |

**S P CAPITAL**

FINANCING LTD.

| Resolution (1) | | | | | | | | |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 4263200 | 2837500 | 66.5580 | 2837500 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 4263200 | 2837500 | 66.5580 | 2837500 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 1749000 | 14140 | 0.8085 | 11382 | 2758 | 80.4950 | 19.5050 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 1749000 | 14140 | 0.8085 | 11382 | 2758 | 80.4950 | 19.5050 |
| Total | | 6012200 | 2851640 | 47.4309 | 2848882 | 2758 | 99.9033 | 0.0967 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |



S P CAPITAL

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| Resolution (2) | | | | | | | | |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|------------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | To approve re-appointment of Mr. Sureshchand Premchand Jain (DIN: 00004402) Director who is liable to retire by rotation | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 4263200 | 2837500 | 66.5580 | 2837500 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 4263200 | 2837500 | 66.5580 | 2837500 | 0 | 100.0000 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public- Non Institutions | E-Voting | 1749000 | 14140 | 0.8085 | 14065 | 75 | 99.4696 | 0.5304 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 1749000 | 14140 | 0.8085 | 14065 | 75 | 99.4696 |
| Total | | 6012200 | 2851640 | 47.4309 | 2851565 | 75 | 99.9974 | 0.0026 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | <input type="button" value="Add Notes"/> | |



S P CAPITAL

FINANCING LTD.

| Resolution (3) | | | | | | | | |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Mr. Arun Kumar Nayar (DIN: 02015803) as an Independent Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 4263200 | 2837500 | 66.5580 | 2837500 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 4263200 | 2837500 | 66.5580 | 2837500 | 0 | 100.0000 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public- Non Institutions | E-Voting | 1749000 | 14140 | 0.8085 | 14065 | 75 | 99.4696 | 0.5304 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 1749000 | 14140 | 0.8085 | 14065 | 75 | 99.4696 |
| Total | | 6012200 | 2851640 | 47.4309 | 2851565 | 75 | 99.9974 | 0.0026 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

SCRUTINIZER'S REPORT

The Chairman,

The Chairman of 41st e-Annual General Meeting ("41st e-AGM", "AGM" or e-AGM") of the Members of S P Capital Financing Ltd. (CIN: L74140MH1983PLC029494), held on Monday, 30th September, 2024 at 3:00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility.

Dear Sir,

Subject: Scrutinizer's Report on voting through e-voting for Annual General Meeting in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

1. I, Martinho Ferrao, Company Secretary in Practice and Proprietor of Martinho Ferrao & Associates, Company Secretaries (FCS: 6221 and C.P. No.: 5676), Mumbai, have been duly appointed as the Scrutinizer by the Board of Directors of S P Capital Financing Ltd. ("the Company") at their meeting held on August 13, 2024 to scrutinize the e-voting conducted in respect of the Resolutions as circulated/stated in the Annual General Meeting Notice dated August 13, 2024 ('Notice') in a fair and transparent manner.
2. The items for which approval of the Members of the Company was sought as stated in the Notice are mentioned hereunder: -

| Sr. No | Type of Resolution | Description of the resolution |
|--------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Ordinary Resolution | To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Directors' and the Auditor's thereon and other reports. |
| 2 | Ordinary Resolution | To appoint a director in place of Mr. Sureshchand Premchand Jain (DIN: 00004402) as Director who retires by rotation and being eligible, offers himself for re-appointment. |
| 3 | Special Resolution | Appointment of Mr. Arun Kumar Nayar (DIN: 02015803) as an Independent Director of the Company |

3. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the Secretarial Standard on the General Meetings ('SS-2') issued by the Institute of Company Secretaries of India each as amended, read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively the "MCA

Circulars") and Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India for seeking approval of the Members of the Company to transact the Business as set out in the Notice of Annual General Meeting dated August 13, 2024, by way of remote e-voting process and e-voting at the time of Annual General Meeting.

4. The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to remote e-voting and e-voting during the 41st AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 41st e-AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide platform for voting through remote e-voting and e-voting during the 41st e-AGM and platform for VC/ OAVM facility for participation in the 41st e-AGM.
5. The Company has confirmed that the electronic copy of the Notice and Explanatory Statement along with the process of remote e-voting in terms of the MCA and SEBI Circulars were sent to those members whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, August 30, 2024. In order to facilitate those Members who had not yet registered their email IDs, a proper procedure was laid down to get their email IDs registered with the Registrar and Transfer Agent so that they could also participate in the e-voting facility extended by the Company.
6. The Notice and Annual Report 2023-24, the requisite advertisement pursuant to the Rules and the MCA Circulars was published by the Company on September 06, 2024 in The Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper).
7. The Company has engaged the services of National Securities Depository Limited, as the Electronic Voting Service Provider (hereinafter referred to as "NSDL" or "EVSP") who had made necessary arrangements to facilitate e-voting by the Members of the Company on their website www.evoting.nsdl.com/. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said Circulars. The remote e-voting was kept open from Friday, September 27, 2024 at 9.00 A.M. to Sunday, September 29, 2024 at 5.00 P.M.
8. The Company and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. www.spcapital.in and www.evoting.nsdl.com/. The Notice was also uploaded on the website of the stock exchange where the securities of the Company is listed viz. www.bseindia.com. The Company and the EVSP have complied with all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.
9. The total number of members as on the Cut-off date was 2916. The voting period commenced on Friday, September 27, 2024 at 9.00 A.M. and ended on Sunday, September 29, 2024 at 5.00 P.M. For those Members whose email IDs were not available, a Public Notice with regard to the Company's Annual General Meeting Notice was published on September 06, 2024 in The Free Press Journal



MARTINHO FERRAO & ASSOCIATES
Company Secretaries

(English Newspaper) and Navshakti (Marathi Newspaper) providing the requisite information and contact details for registering email IDs and queries on e-voting.

10. The Members of the Company as on the "cut-off" date, i.e. Tuesday, September 24, 2024 (end of day) were entitled to avail the facility of remote e-voting or voting during the AGM on all the resolutions proposed in the Notice.
11. At the end of the remote e-voting period on, Sunday, September 29, 2024 at 5.00 P.M., the voting portal of the service provider i.e. NSDL was blocked forthwith.
12. At the 41st AGM of the Company held on, 30th September, 2024, the Chairman at the end of discussions on the resolutions announced that the facility for e-voting is available for voting by the Members attending the Meeting through VC / OAVM facility and who have not participated in the remote e-voting and who are not otherwise debarred from voting.
13. Immediately after the conclusion of the e-voting during the AGM on 30th September, 2024, the register containing the details of the e-voting, vis-a-vis the compilation of the data containing the Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were unblocked by me in the presence of two witnesses (who are not in employment of the Company). Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
14. Thereafter, the information regarding list of the Members, who voted "for" or "against" or "abstained" and such other requisite details on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of NSDL, including votes cast by the Members during the e-AGM.
15. I submit my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the 41st e-AGM as under: -

SUMMARY OF E-VOTING FOR ANNUAL GENERAL MEETING

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Directors' and the Auditor's thereon and other reports:**

| Method of voting | Votes in favour of the resolution | | | Votes against the resolution | | |
|------------------|-----------------------------------|---------------------------|-----------------|------------------------------|---------------------------|----------------|
| | No. of members voted | No. of votes cast by them | Percentage | No. of members voted | No. of votes cast by them | Percentage |
| Remote e-voting | 51 | 2848882 | 99.9033% | 6 | 2758 | 0.0967% |
| Total | 51 | 2848882 | 99.9033% | 6 | 2758 | 0.0967% |



MARTINHO FERRAO & ASSOCIATES
Company Secretaries

Results:

Percentage of votes cast in favour : 99.9033%
Percentage of votes cast against : 0.0967%

2. To appoint a director in place of Mr. Sureshchand Premchand Jain (DIN: 00004402) as Director who retires by rotation and being eligible, offers himself for re-appointment.:

| Method of voting | Votes in favour of the resolution | | | Votes against the resolution | | |
|------------------|-----------------------------------|---------------------------|-----------------|------------------------------|---------------------------|----------------|
| | No. of members voted | No. of votes cast by them | Percentage | No. of members voted | No. of votes cast by them | Percentage |
| Remote e-voting | 52 | 2851565 | 99.9974% | 5 | 75 | 0.0026% |
| Total | 52 | 2851565 | 99.9974% | 5 | 75 | 0.0026% |

Results:

Percentage of votes cast in favour : 99.9974%
Percentage of votes cast against : 0.0026%

SPECIAL BUSINESS

3. Appointment of Mr. Arun Kumar Nayar (DIN: 02015803) as an Independent Director of the Company:

| Method of voting | Votes in favour of the resolution | | | Votes against the resolution | | |
|------------------|-----------------------------------|---------------------------|-----------------|------------------------------|---------------------------|----------------|
| | No. of members voted | No. of votes cast by them | Percentage | No. of members voted | No. of votes cast by them | Percentage |
| Remote e-voting | 52 | 2851565 | 99.9974% | 5 | 75 | 0.0026% |
| Total | 52 | 2851565 | 99.9974% | 5 | 75 | 0.0026% |

Results:

Percentage of votes cast in favour : 99.9974%
Percentage of votes cast against : 0.0026%

Note: E-voting includes remote e-voting and e-voting at the AGM.

Based on the aforesaid results, I report that the Resolution Nos. 1 to 3 under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in Notice has been passed unanimously.



I further report that the Chairman or any other person as authorized in this regard may declare and confirm the above results of voting to the Stock Exchange in respect of the resolutions referred herein within two working days as required under Regulation 44 of the SEBI Listing Regulations.

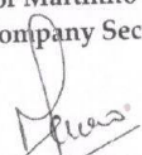
It is to be noted that the votes cast does not include abstained and invalid votes.

I further report that, Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records are maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them recording the consent or otherwise received from the Members by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above e-voting process of the Company.

Yours faithfully,

For Martinho Ferrao & Associates
Company Secretaries


Martinho Ferrao

Proprietor

Mem. No.: FCS 6221

C.P. No.: 5676

PR: 951/2020

UDIN: F006221F001392078



Counter Signed by:
For S P Capital Financing Ltd.



Sureshchand Premchand Jain

Chairman

DIN: 00004402

Place: Mumbai

Date: 01st October, 2024